

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	
	)	
CHARTER COMMUNICATIONS, INC.,	)	Chapter 11
	)	
Debtors.	)	09-11435(JMP)
	)	(Jointly Administered)
	)	
In re:	)	
	)	Chapter 11
CHARTER COMMUNICATIONS OPERATING,	)	
LLC,	)	09-11449 (JMP)
	)	
Debtor.	)	
	)	

**NOTICE OF MOTION FOR AN ORDER FOR A STAY PENDING APPEAL  
OF THE ORDER CONFIRMING CHARTER COMMUNICATION OPERATING, LLC'S  
PLAN OF REORGANIZATION**

PLEASE TAKE NOTICE THAT, upon the accompanying, Memorandum of Law and Affidavit of Bruce D. Angiolillo, dated November 20, 2009, and the respective exhibits thereto, JPMorgan Chase Bank, N.A. shall move this Court at United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004, on Monday, November 23, 2009 at 10 a.m. or as soon as counsel can be heard (the "Hearing"), for an order for a stay pending appeal of the Order Confirming Charter Communication Operating, LLC's Plan of Reorganization.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall be in writing, shall conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed

with the Bankruptcy Court electronically in accordance with General Orders M-182 and M-193 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), and shall be served upon: (a) counsel for the Debtors and Debtors in Possession; (b) counsel to the Debtor and Debtor in Possession Charter Investment, Inc.; (c) counsel to the Administrative Agent for the Prepetition Lenders; (d) counsel to the Agent for the Debtors' Prepetition Junior Facility and Certain of the Lenders Thereunder; (e) counsel to the Agent for the Debtors' Unofficial Committee of Unaffiliated Holders of Certain CCH I & CCH II Notes Issuances; (f) counsel to the Unofficial Committee of Unaffiliated Holders of Certain CCH II Note Issuances; (g) counsel for Charter Investment, Inc. & Vulcan Cable III, Inc.; (h) the Office of the United States Trustee for the Southern District of New York; and (i) counsel for Creditors Committee: so as to be received on Monday, November 23, 2009 at 8 a.m.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: November 20, 2009  
New York, New York

Respectfully submitted,

SIMPSON THACHER & BARTLETT LLP

By:           /s/ Peter V. Pantaleo          

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COUNSEL FOR JPMORGAN CHASE BANK,  
N.A., AS ADMINISTRATIVE AGENT FOR THE  
PREPETITION LENDERS